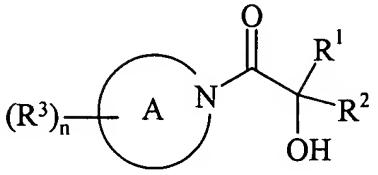
IN THE CLAIMS:

Claim 1 (currently amended): A compound of formula **(I)**:



(I)

wherein:

Ring A is piperazinyl ~~optionally~~ substituted on nitrogen by R^4-D-;

$\mathbf{R^1}$ and $\mathbf{R^2}$ are independently $C_k$alkyl optionally substituted by 1 to 2k+1 atoms selected from fluoro and chloro wherein k is 1-3;

or R^1 and R^2 together with the carbon atom to which they are attached, form a $C_m$cycloalkyl ring optionally substituted by 1 to 2m-2 fluorine atoms wherein m is 3-5;

$\mathbf{R^3}$ is a substituent on carbon and is halo, hydroxy, cyano, formyl, amino, nitro, carboxy, carbamoyl, ureido, thiol, sulphamoyl or R^5-E-;

$\mathbf{R^4}$ is C_{1-6}alkyl, phenyl or a heterocyclic group, wherein in R^4 any C_{1-6}alkyl, phenyl or heterocyclic groups (on a ring carbon) may be optionally substituted by one or more R^6 and if said heterocyclic group contains an -NH- moiety that nitrogen may be optionally substituted by a group selected from R^8;

D is ~~-C(O)-~~, $-N(R^9)C(O)-$, $-S(O)_2-$, or $-NS(O)_2-$, ~~-OC(O)- or D is a direct bond~~;

$\mathbf{R^5}$ is C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{3-6}cycloalkyl, phenyl, naphthyl or a heterocyclic group, wherein in R^5 any C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{3-6}cycloalkyl, phenyl, naphthyl or heterocyclic groups (on a ring carbon) may be optionally substituted by one or more R^6 and if said heterocyclic group contains an -NH- moiety that nitrogen may be optionally substituted by a group selected from R^8;

E is -O-, $-N(R^9)-$, -C(O)-, $-N(R^9)C(O)-$, $-C(O)N(R^9)-$, $-S(O)_a-$ wherein a is 0-2, -OC(O)-, -C(O)O-, $-N(R^9)C(O)O-$, $-OC(O)N(R^9)-$, $-C(S)N(R^9)-$, $-N(R^9)C(S)-$, $-SO_2N(R^9)-$, $-N(R^9)SO_2-$, $-N(R^9)C(O)N(R^9)-$, $-N(R^9)C(S)N(R^9)-$, $-SO_2NHC(O)-$, $-SO_2N(R^9)C(O)-$, $-C(O)NHSO_2-$ or E is a direct bond;

R^6 is trifluoromethyl, C_{1-6}alkyl, halo, hydroxy, trifluoromethoxy, cyano, C_{1-6}alkoxy, formyl, C_{1-6}alkanoyl, C_{1-6}alkanoyloxy, amino, *N*-(C_{1-6}alkyl)amino, *N*-(C_{1-6}alkyl)$_2$amino, C_{1-6}alkanoylamino, C_{1-6}alkanoyl(*N*-C_{1-6}alkyl)amino, nitro, carboxy, carbamoyl, C_{1-6}alkoxycarbonyl, thiol, C_{1-6}alkylsulphanyl, C_{1-6}alkylsulphinyl, C_{1-6}alkylsulphonyl, C_{1-6}alkylsulphonylamino, sulphamoyl, *N*-(C_{1-6}alkyl)aminosulphonyl, *N*-(C_{1-6}alkyl)$_2$aminosulphonyl, *N*-(C_{1-6}alkyl)carbamoyl, *N*-(C_{1-6}alkyl)$_2$carbamoyl, ureido, *N'*-(C_{1-6}alkyl)ureido or *N'*-(C_{1-6}alkyl)$_2$ureido, C_{2-6}alkenyl, C_{2-6}alkynyl ~~or~~ C_{3-6}cycloalkyl, naphthyl, phenyl or a heterocyclic group wherein in R^6 any C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{3-6}cylcoalkyl, naphthyl, phenyl or heterocyclic groups (on a ring carbon) may be optionally substituted by one or more R^7 and if said heterocyclic group contains an -NH- moiety that nitrogen may be optionally substituted by a group selected from R^8;

R^7 is trifluoromethyl, cyano, C_{1-6}alkyl, halo, hydroxy, trifluoromethoxy, C_{1-6}alkoxy, formyl, C_{1-6}alkanoyl, C_{1-6}alkanoyloxy, amino, *N*-(C_{1-6}alkyl)amino, *N*-(C_{1-6}alkyl)$_2$amino, C_{1-6}alkanoylamino, C_{1-6}alkanoyl(*N*-C_{1-6}alkyl)amino, nitro, carboxy, carbamoyl, C_{1-6}alkoxycarbonyl, thiol, C_{1-6}alkylsulphanyl, C_{1-6}alkylsulphinyl, C_{1-6}alkylsulphonyl, C_{1-6}alkylsulphonylamino, sulphamoyl, *N*-(C_{1-6}alkyl)aminosulphonyl, *N*-(C_{1-6}alkyl)$_2$aminosulphonyl, *N*-(C_{1-6}alkyl)carbamoyl, *N*-(C_{1-6}alkyl)$_2$carbamoyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{3-6}cycloalkyl or a heterocyclic group (optionally substituted by one or more R^{11}), and wherein in R^7 any C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl or C_{3-6}cylcoalkyl groups may be optionally substituted by one or more groups selected from R^{12};

R^8 is C_{1-6}alkyl, C_{1-6}alkanoyl, C_{1-6}alkylsulphonyl, C_{1-6}alkoxycarbonyl, carbamoyl, *N*-(C_{1-6}alkyl)carbamoyl, *N,N*-(C_{1-6}alkyl)$_2$carbamoyl, benzoyl, (heterocyclic group)carbonyl, phenylsulphonyl, (heterocyclic group)sulphonyl, phenyl or a carbon linked heterocyclic group, and wherein in R^8 any C_{1-6}alkyl, phenyl or heterocyclic group (on a ring carbon) may be optionally substituted by one or more R^6, and if a heterocyclic group contains an -NH- moiety that nitrogen may be optionally substituted by a group selected from R^{11},

wherein for R^4, R^5, R^6, R^7 and R^8, a heterocyclic group is selected from morpholino, piperidyl, pyridyl, pyranyl, pyrrolyl, isothiazolyl, indolyl, quinolyl, thienyl,

1,3-benzodioxolyl, thiadiazolyl, piperazinyl, thiazolidinyl, pyrrolidinyl, thiomorpholino, pyrrolinyl, homopiperazinyl, tetrahydropyranyl, imidazolyl, pyrimidyl, pyrazinyl, pyridazinyl, isoxazolyl, 4-pyridone, 1-isoquinolone, 2-pyrrolidone, 4-thiazolidone, pyridine-*N*-oxide, quinoline-*N*-oxide and combinations thereof;

R^9 is hydrogen or C_{1-6}alkyl optionally substituted by one or more R^{10} with the proviso that R^{10} is not a substituent on the carbon attached to a nitrogen atom;

R^{10} is halo, hydroxy, amino, cyano, nitro, trifluoromethyl, trifluoromethoxy, C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, *N*-(C_{1-6}alkyl)amino, *N*-(C_{1-6}alkyl)$_2$amino, C_{1-6}alkanoylamino, C_{1-6}alkanoyl(*N*-C_{1-6}alkyl)amino, C_{1-6}alkylsulphonylamino, C_{1-6}alkylsulphonyl(*N*-C_{1-6}alkyl)amino, thiol, C_{1-6}alkylsulphanyl, C_{1-6}alkylsulphinyl, C_{1-6}alkylsulphonyl, sulphamoyl, *N*-(C_{1-6}alkyl)aminosulphonyl, *N*-(C_{1-6}alkyl)$_2$aminosulphonyl, carboxy, carbamoyl, *N*-(C_{1-6}alkyl)carbamoyl, *N*-(C_{1-6}alkyl)$_2$carbamoyl, C_{1-6}alkoxycarbonyl, C_{1-6}alkanoyl or formyl;

R^{11} is C_{1-6}alkyl, C_{1-6}alkanoyl, C_{1-6}alkylsulphonyl, C_{1-6}alkoxycarbonyl, carbamoyl, *N*-(C_{1-6}alkyl)carbamoyl, *N,N*-(C_{1-6}alkyl)$_2$carbamoyl, C_{1-6}alkoxyC_{1-6}alkanoyl, phenylC_{1-6}alkyl, benzoyl, phenylC_{1-6}alkanoyl, phenylC_{1-6}alkoxycarbonyl or phenylsulphonyl and wherein in R^{11} any C_{1-6}alkyl group can be optionally substituted by one or more R^{13};

R^{12} is halo, hydroxy, *N*-methylpiperazinyl, *N*-acetylpiperazinyl, morpholino, piperidino, cyano, amino, *N,N*-dimethylamino, acetamido, carbamoyl, carboxy, methanesulphonyl or sulphamoyl;

R^{13} is halo, hydroxy, cyano, amino, *N,N*-dimethylamino, acetamido, carbamoyl, carboxy, methanesulphonyl or sulphamoyl;

n is 0-5; wherein the values of R^3 may be the same or different;

or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof;

~~with the proviso that if R^1 is methyl, R^2 is trifluoromethyl and Ring A is piperazin-1-yl then $(R^3)_n$ is not i) 4-cyanobenzoyl, ii) 2-methyl-4-benzyloxycarbonyl, iii) 2-methyl, iv) 2-methyl-4-cyanobenzoyl, v) 2,5-dimethyl-4-benzyl, vi) 2,5-dimethyl or vii) 2,5-dimethyl-4-cyanobenzoyl~~.

Claim 2 (original): A compound of formula **(I)** according to claim 1 wherein one of R^1 and R^2 is methyl and the other is trifluoromethyl;
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 3 (cancelled).

Claim 4 (previously presented): A compound of formula **(I)** according to claim 1 wherein R^3 is a substituent on carbon and is selected from amino, methyl, 4-mesylphenylsulphonyl, 4-methylthiophenylthio, 4-fluorobenzoyl and 4-cyanobenzoylamino;
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 5 (previously presented): A compound of formula **(I)** according to claim 1 wherein R^4 is C_{1-4}alkyl, phenyl {optionally substituted with one or more *t*-butyl, isopropyl, nitro, halo, *N,N*-dimethylcarbamoyl, *N,N*-dimethylamino, 2-hydroxyethylamino, cyano, acetyl, methoxy or carboxy} or thienyl;
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 6 (currently amended): A compound of formula **(I)** according to claim 1 wherein D is $-SO_2$~~-or -C(O)-~~;
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 7 (previously presented): A compound of formula **(I)** according to claim 1 wherein n is 0 - 3;
or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 8 (currently amended): A compound of formula **(I)** <u>according to claim 1,</u> selected from:
(R)-[(2S,5R)-2-methyl-5-methyl-4-(4-carboxyphenylsulphonyl)-1-(3,3,3-trifluoro-2-hydroxy-2-methylpropionyl)piperazine];

(R)-[(2S,5R)-2-methyl-5-methyl-4-(4-dimethylcarbamoylphenylsulphonyl)-1-(3,3,3-trifluoro-2-hydroxy-2-methylpropionyl)piperazine];

(R)-[(2S,5R)-2-methyl-5-methyl-4-(4-fluorophenylsulphonyl)-1-(3,3,3-trifluoro-2-hydroxy-2-methylpropionyl)piperazine];

(R)-{(2S,5R)-2-methyl-5-methyl-4-[4-(2-hydroxyethylamino)phenylsulphonyl]-1-(3,3,3-trifluoro-2-hydroxy-2-methylpropionyl)piperazine};

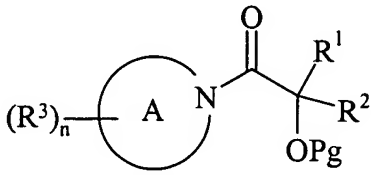
(R)-[(2S,5R)-2-methyl-5-methyl-4-(4-cyanophenylsulphonyl)-1-(3,3,3-trifluoro-2-hydroxy-2 - methylpropionyl)piperazine]; and

(R)-[(2S,5R)-2-methyl-5-methyl-4-(4-methoxyphenylsulphonyl)-1-(3,3,3-trifluoro-2-hydroxy-2-methylpropionyl)piperazine];

or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof.

Claim 9 (currently amended): A process for preparing a compound of formula **(I)** as described in claim 1, or a pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, which process (in which variable groups are as defined in claim 1 for formula **(I)** unless otherwise stated) comprises of:

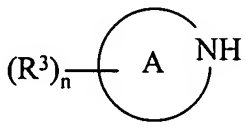
(a) deprotecting a protected compound of formula **(II)**:



(II)

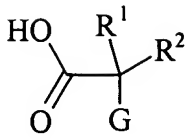
where Pg is an alcohol protecting group;

(b) coupling an amine of formula **(III)**:



(III)

with an acid of formula **(IV)**:



(IV)

wherein G is a hydroxyl group;

(c) coupling an amine of formula **(III)** with an activated acid derivative of formula **(IV)**

wherein G is a hydroxyl group which may be protected as an ester or ether;

and thereafter if necessary:

i) converting a compound of the formula **(I)** into another compound of the formula **(I)**;

ii) removing any protecting groups; or

iii) forming a pharmaceutically acceptable salt or *in vivo* hydrolysable ester.

Claim 10 (previously presented): A pharmaceutical composition which comprises a compound of formula **(I)** according to any one of claims 1-2 and 4-8, or a pharmaceutically acceptable salt or *in vivo* hydrolysable ester thereof in association with a pharmaceutically-acceptable diluent or carrier.

Claims 11-15 (cancelled).

Claim 16 (new): A method for the treatment of diabetes mellitus, said method comprising administering to a warm-blooded animal in need thereof a diabetes mellitus effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.

Claim 17 (new): A method for the treatment of peripheral vascular disease, said method comprising administering to a warm-blooded animal in need thereof a peripheral vascular disease effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.

Claim 18 (new): A method for the treatment of ischaemia, said method comprising administering to a warm-blooded animal in need thereof an ischaemia effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.

Claim 19 (new): A method for the treatment of hyperlipidaemia, said method comprising administering to a warm-blooded animal in need thereof a hyperlipidaemia effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.

Claim 20 (new): A method for the treatment of Alzheimers disease, said method comprising administering to a warm-blooded animal in need thereof an Alzheimers disease effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.

Claim 21 (new): A method for the treatment of atherosclerosis, said method comprising administering to a warm-blooded animal in need thereof an atherosclerosis effective amount of a compound of the formula (I) or pharmaceutically acceptable salt or an *in vivo* hydrolysable ester thereof, as claimed in any one of claims 1-2 and 4-8.